

**MINUTES**  
of the meeting of the Audit Committee  
of the Board of Directors of Rosseti Centre, PJSC  
(in the form of joint presence)

08 December 2022

Moscow

No. 18/22

**Form of the meeting:** joint presence.**Time of the meeting:** 11 hours 00 minutes – 12 hours 05 minutes.**Place of the meeting:** Moscow, Malaya Ordynka St., 15, floor 1, room 201.**Total number of members of the Audit Committee:** 3 persons.**Participants of the meeting:** M.V. Korotkova, V.Y. Zarkhin, A.V. Morozov.**Members who neither participated nor provided questionnaires:** none.**The quorum** is present.

The Expert conclusion of the expert of the Audit Committee of the Board of Directors of Rosseti Centre, PJSC was taken into account at drawing up of the minutes.

**Date of the minutes:** 08.12.2022.

The meeting of the Audit Committee was audiotaped (hereinafter – the Committee), which is stored in the materials to the meeting of the Committee.

The meeting of the Committee was opened by Chairperson of the Committee, Maria Vyacheslavna Korotkova.

The following person from Rosseti Centre, PJSC was present:  
G.V. Bekasov – Deputy Head of the Internal Audit Department

After the announcement of a quorum regarding the agenda items, the meeting of the Committee was called to order.

**ADJUSTED AGENDA:**

1. On preliminary consideration of the Work Plan of the Internal Audit Department of Rosseti Centre, PJSC for 2023.
2. On preliminary consideration of the budget of the Internal Audit Department of Rosseti Centre, PJSC for 2023.
3. On preliminary determination of the remuneration of the head of the internal audit of Rosseti Centre, PJSC (determination of target values of functional KPIs) for 2023.
4. On consideration of the report of the Internal Audit Department of the Company «On the implementation of the Work Plan for 9 months of 2022 and the results of the internal audit activities».

**Item 1. On preliminary consideration of the Work Plan of the Internal Audit Department of Rosseti Centre, PJSC for 2023.****Speaker** – G.V. Bekasov.

Questions were received from A.V. Morozov, M.V. Korotkova and V.Y. Zarkhin.

Answers and explanations were provided by G.V. Bekasov.

**Decision taken at the meeting:**

1. To agree upon the Work Plan of the Internal Audit Department of Rosseti Centre, PJSC for 2023 taking into account the discussion held in accordance with Appendix # 1 to this decision of the Audit Committee of the Board of Directors of the Company.
2. To recommend that the Board of Directors of Rosseti Centre, PJSC take the following decision:

*«To approve the Work Plan of the Internal Audit Department of Rosseti Centre, PJSC for 2023*

*in accordance with the Appendix».*

**Voting results under the decision draft, announced at the meeting:**

Maria Vyacheslavna Korotkova - «FOR»  
Vitaly Yuryevich Zarkhin - «FOR»  
Andrey Vladimirovich Morozov - «FOR»

**Total:**

«FOR»	- «3»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

**Decision is taken.**

**Item 2. On preliminary consideration of the budget of the Internal Audit Department of Rosseti Centre, PJSC for 2023.**

**Speaker** – G.V. Bekasov.

Questions were received from V.Y. Zarkhin.

Answers and explanations were provided by G.V. Bekasov.

**Decision taken at the meeting:**

1. To agree upon the budget of the Internal Audit Department of Rosseti Centre, PJSC for 2023 in accordance with Appendix # 2 to this decision of the Audit Committee of the Board of Directors of the Company.
2. To recommend that the Board of Directors of Rosseti Centre, PJSC take the following decision:

*«To approve the budget of the Internal Audit Department of Rosseti Centre, PJSC for 2023 in accordance with the Appendix».*

**Voting results under the decision draft, announced at the meeting:**

Maria Vyacheslavna Korotkova - «FOR»  
Vitaly Yuryevich Zarkhin - «FOR»  
Andrey Vladimirovich Morozov - «FOR»

**Total:**

«FOR»	- «3»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

**Decision is taken.**

**Item 3. On preliminary determination of the remuneration of the head of the internal audit of Rosseti Centre, PJSC (determination of target values of functional KPIs) for 2023.**

**Speaker** – G.V. Bekasov.

Questions were received from A.V. Morozov, M.V. Korotkova and V.Y. Zarkhin.

Answers and explanations were provided by G.V. Bekasov.

**Decision taken at the meeting:**

1. To agree upon the target values of functional KPIs of the head of the internal audit unit of the Company for 2023 in accordance with Appendix # 3 to this decision of the Audit Committee of the Board of Directors of the Company.
2. To recommend that the Board of Directors of Rosseti Centre, PJSC take the following decision:

*«1. To determine the target values of functional KPIs of the head of the internal audit unit of Rosseti Centre, PJSC for 2023 in accordance with the Appendix.*

*2. To instruct General Director of the Company to approve in the manner established by the Company the target values of functional KPIs of the head of the internal audit unit of Rosseti Centre, PJSC for 2023, specified in paragraph 1 of this decision».*

**Voting results under the decision draft, announced at the meeting:**

Maria Vyacheslavna Korotkova - «FOR»

Vitaly Yuryevich Zarkhin - «FOR»  
Andrey Vladimirovich Morozov - «FOR»

**Total:**

«FOR»	- «3»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

**Decision is taken.**

**Item 4. On consideration of the report of the Internal Audit Department of the Company «On the implementation of the Work Plan for 9 months of 2022 and the results of the internal audit activities».**

**Speaker** – G.V. Bekasov.

Questions were received from A.V. Morozov

Answers and explanations were provided by G.V. Bekasov.

**Decision taken at the meeting:**

To approve the report of the Internal Audit Department of the Company «On the implementation of the Work Plan and the results of the internal audit activities for 9 months of 2022» in accordance with Appendix # 4 to this decision of the Audit Committee of the Board of Directors of the Company.

**Voting results under the decision draft, announced at the meeting:**

Maria Vyacheslavna Korotkova - «FOR»  
Vitaly Yuryevich Zarkhin - «FOR»  
Andrey Vladimirovich Morozov - «FOR»

**Total:**

«FOR»	- «3»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

**Decision is taken.**

The agenda of the meeting of the Audit Committee of the Board of Directors of Rosseti Centre, PJSC on 08.12.2022 was exhausted. The meeting of the Audit Committee of the Board of Directors of the Company was closed.

**Appendices:**

1. The Work Plan of the Internal Audit Department of Rosseti Centre, PJSC for 2023 (Appendix #1).
2. The budget of the Internal Audit Department of Rosseti Centre, PJSC for 2023 (Appendix #2).
3. The target values of functional KPIs of the head of the internal audit unit of the Company for 2023 (Appendix # 3).
4. The report of the Internal Audit Department of the Company «On the implementation of the Work Plan and the results of the internal audit activities for 9 months of 2022» (Appendix # 4).

**Chairperson of the Audit Committee**

**M.V. Korotkova**

**Secretary of the Audit Committee**

**S.V. Lapinskaya**